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8 Attorney for Debtor Sequoia Capital Fund, LLC

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10 **UNITED STATES BANKRUPTCY COURT**
11 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**
12 **(Oakland Division)**

13 SEQUOIA CAPITAL FUND, LLC,

CASE NO. 10-43182 EDJ 11

[Chapter 11]

14 Debtor.
15 _____/

16 **AMENDED APPLICATION OF DEBTOR FOR AUTHORIZATION TO EMPLOY**
17 **ATTORNEY FOR DEBTOR IN POSSESSION**

18 The Application of debtor respectfully represents that:

19 1. The Debtor (hereinafter "Applicant"), filed a petition herein under Chapter 11 of
20 Title 11 of the United States Code on March 23, 2010, and an order for relief entered on that date.

21 2. The Applicant, as debtor in possession, requires the assistance of counsel in the
22 administration of its case with respect to the following matters:

- 23 a) Preparation and filing of schedules, statement of affairs and related documents;
- 24 b) Appearance with the debtor at the first meeting of creditors;
- 25 c) Preparation of such orders as may be required, including motions to employ
26 professionals, motion to avoid preferences, motions to sell real property, motions to
27 avoid liens and motions to compel turnover of estate property;
- 28 d) Preparation of a disclosure statement and plan of reorganization, and appearance at
proceedings related to the confirmation of a plan of reorganization.

3. The Applicant has consulted with and desire to retain Harold M. Jaffe, as its attorney
to perform the above-described services in connection with this case. Applicant is informed and

1 believes that attorney is well qualified to represent it, as debtor in possession in this proceeding,
2 because of attorney's experience and knowledge in the field of bankruptcy reorganization.

3 4. Debtor has entered into a written fee agreement with attorney which calls for an
4 initial retainer of \$10,000.00, included filing fees, which was paid for prior to the filing of the
5 petition.

6 5. To the best of Applicant's knowledge, proposed counsel for debtor in possession and
7 the members of his office, has no connection with the Applicant, the United States Trustee,
8 employees of the United States Trustee, debtor's accountants and attorneys, debtor's creditors, or
9 any other known party with an interest in debtor's affairs. Applicant is informed that proposed
10 counsel represents no other entity in connection with this case, is disinterested as that term is defined
11 in 11 U.S.C. §101(14), and Applicant and counsel represent that neither holds any interest adverse
12 to the interest of the estate or of any class of creditors or equity security holders of the estate with
13 respect to the matters on which attorney is to be employed.

14 **WHEREFORE**, Applicant prays that it be authorized to employ proposed counsel as its
15 attorney under a general retainer agreement.

16
17 DATED: May 12, 2010

/s/ Harold M. Jaffe
HAROLD M. JAFFE, Attorney

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19
20 DATED: April 30, 2010

James A. Neighbor
JAMES A. NEIGHBOR